

RECORDATION NO. 27155-D FILED

MAR 12 '10 -1 00 PM

**SURFACE TRANSPORTATION BOARD**

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ELIAS C. ALVORD (1942)  
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OF COUNSEL  
URBAN A. LESTER

March 12, 2010

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of an Amendment No. 2 to Memorandum of Equipment Lease Agreement, Lease Supplement No. 1, Lease Supplement No. 2, Lease Supplement No. 3, Lease Supplement No. 4 and Lease Supplement No. 5 and Memorandum of Trust Indenture and Security Agreement, Trust Indenture Supplement No. 1, Trust Indenture Supplement No. 2, Trust Indenture Supplement No. 3, Trust Indenture Supplement No. 4 and Trust Indenture Supplement No. 5 dated March 9, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The attached document relates to the Memoranda previously filed with the Board under 27155 and 27155-A

The names and addresses of the parties to the enclosed document are:

Owner Trustee/  
Lessor:

Wells Fargo Bank Northwest, National  
Association, not in its individual capacity but  
solely as Owner Trustee  
299 South Main Street, 12<sup>th</sup> Floor  
Salt Lake City, UT 84111

Section Chief  
March 12, 2010  
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Indenture Trustee: Wilmington Trust Company  
1100 North Market Street  
Wilmington, Delaware 19890

Lessee: Wachovia Financial Services (as successor  
in interest to First Union Rail Corporation)  
One First Union Center  
Charlotte, NC 28288

A description of the railroad equipment covered by the enclosed document  
is:

76 railcars have been remarked and numbered FURX 863424 and within  
the series NDYX 130076 - NDYX 130139, NDYX 863330 - NDYX 863399  
and RWSX 7212 - RWSX 7306 (previously marked within the series TILX  
637783 - TILX 637877, TILX 194271 - TILX 195834 and CEFX 64696 -  
CEFX 64790) as more particularly set forth in the attachment to the  
document.

A short summary of the document to appear in the index is:

Amendment No. 2 to Memorandum of Equipment Lease Agreement,  
Lease Supplement No. 1, Lease Supplement No. 2, Lease Supplement No. 3,  
Lease Supplement No. 4 and Lease Supplement No. 5 and Memorandum of  
Trust Indenture and Security Agreement, Trust Indenture Supplement No. 1,  
Trust Indenture Supplement No. 2, Trust Indenture Supplement No. 3, Trust  
Indenture Supplement No. 4 and Trust Indenture Supplement No. 5

Also enclosed is a check in the amount of \$41 00 payable to the order of  
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the  
undersigned.

Very truly yours,



Robert W Alvord

Enclosures

MAR 12 '10 -1 00 PM

**AMENDMENT NO. 2 TO  
MEMORANDUM OF EQUIPMENT LEASE AGREEMENT,  
LEASE SUPPLEMENT NO. 1, LEASE SUPPLEMENT NO. 2,  
LEASE SUPPLEMENT NO. 3, LEASE SUPPLEMENT NO. 4 AND  
LEASE SUPPLEMENT NO. 5  
AND  
MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT,  
TRUST INDENTURE SUPPLEMENT NO. 1, TRUST INDENTURE  
SUPPLEMENT NO. 2, TRUST INDENTURE SUPPLEMENT NO. 3, TRUST INDENTURE  
SUPPLEMENT NO. 4 AND TRUST INDENTURE SUPPLEMENT NO. 5  
(Surface Transportation Board)**

This Amendment No. 2 to Memorandum of Equipment Lease Agreement, Lease Supplement Nos. 1, 2, 3, 4 and 5, and Memorandum of Trust Indenture and Security Agreement, Trust Indenture Supplement Nos. 1, 2, 3, 4 and 5 (the "Amendment") is made and entered into this 9 day of MARCH, 2010, pursuant to the Equipment Lease Agreement and Lease Supplements dated September 12, 2007 (the "Lease"), between Wells Fargo Bank Northwest, National Association, as Owner Trustee (the "Lessor"), and Wachovia Financial Services, Inc., a North Carolina corporation, as successor in interest to First Union Rail Corporation (the "Lessee"), and the Trust Indenture and Security Agreement and Trust Indenture Supplements dated as of September 12, 2007 (the "Trust Indenture and Security Agreement") between Wilmington Trust Company, not individually but solely as Indenture Trustee ("Indenture Trustee"), and Wells Fargo Bank Northwest, National Association, not individually but solely as Owner Trustee ("Owner Trustee")

**WHEREAS**, a Memorandum of Equipment Lease Agreement, Lease Supplement No. 1, Lease Supplement No. 2, Lease Supplement No. 3, Lease Supplement No. 4 and Lease Supplement No. 5 evidencing the Lease was filed with the Surface Transportation Board pursuant to Section 11301(a) of Title 49 of the *United States Code* on September 12, 2007 at 8:00 a.m., under Recordation Number 27155; and

**WHEREAS**, a Memorandum of Trust Indenture and Security Agreement and Trust Indenture Supplement No. 1, Trust Indenture Supplement No. 2, Trust Indenture Supplement No. 3, Trust Indenture Supplement No. 4 and Trust Indenture Supplement No. 5 was filed with the Surface Transportation Board pursuant to Section 11301(a) of Title 49 of the *United States Code* on September 12, 2007 at 8:00 a.m., under Recordation Number 27155-A; and

**WHEREAS**, pursuant to Section 4.2, Duty to Number and Mark Equipment, of the Lease, Lessee is required to file and record in all public offices where the Lease and the Trust Indenture and Security Agreement have been filed, the new identification reporting mark and number for such railcars that have been changed and remain subject to the Lease and the Trust Indenture and Security Agreement; and

**NOW THEREFORE**, in order to comply with the provisions under the Lease, the Lessee hereby provides the following:

Exhibit 1 attached hereto identifies the railcars subject to the Lease and the Trust Indenture and Security Agreement that have been reported as remarked and renumbered.

This Amendment shall not impair or terminate any rights and obligations of the parties under the Lease and the Trust Indenture and Security Agreement with respect to the railroad equipment covered by the Lease and the Trust Indenture and Security Agreement, as to which the Lease and the Trust Indenture and Security Agreement remain in full force and effect.

[The remainder of this page is intentionally left blank.]

Dated this 4 day of March, 2010.

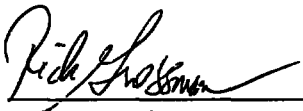
**OWNER TRUSTEE (LESSOR):**

**WELLS FARGO BANK NORTHWEST,  
NATIONAL ASSOCIATION**

By:   
Name: Nichole Beers  
Title: Assistant Vice President

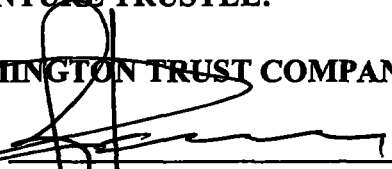
**LESSEE:**

**WACHOVIA FINANCIAL SERVICES, INC.**

By:   
Name: Rick Grossman  
Title: Managing Director

**INDENTURE TRUSTEE:**

**WILMINGTON TRUST COMPANY**

By:   
Name: José L. Paredes  
Title: Assistant Vice President

STATE OF UTAH )  
 )  
COUNTY OF SALT LAKE ) ss.

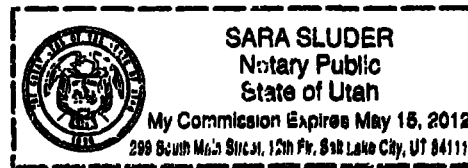
The foregoing instrument was acknowledged before me, the undersigned Notary Public, on this 20th day of March, 2010 by Nichole Beers, as Assistant Vice President of **WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION.**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

Sara Sluder  
NOTARY PUBLIC

My Commission Expires: May 15, 2012

[Notarial Seal]



STATE OF ILLINOIS )  
 )  
COUNTY OF COOK ) ss.

The foregoing instrument was acknowledged before me, the undersigned Notary Public, on this 1st day of February, 2010 by Rick Grossman, as Managing Director of **WACHOVIA FINANCIAL SERVICES, INC.**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

Susan Grokulska  
NOTARY PUBLIC

My Commission Expires 8-14-2012

[Notarial Seal]



STATE OF DELAWARE                    )  
  )  
COUNTY OF NEW CASTLE            )       ss.

The foregoing instrument was acknowledged before me, the undersigned Notary Public, on this 4 day of March, 2010 by Jose Paredes, as Assistant Vice President of WILMINGTON TRUST COMPANY.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

  
NOTARY PUBLIC

My Commission Expires:           PATRICK A. KANAR            
  Notary Public - State of Delaware  
[Notarial Seal]                                   My Comm. Expires April 1, 2010

**EXHIBIT 1**

COUNT	CAR ID	PRIOR CAR INITIAL	PRIOR CAR NUMBER	CURRENT CAR INITIAL	CURRENT CAR NUMBER
1	169008	TILX	637783	NDYX	863330
2	169007	TILX	637784	NDYX	863331
3	169006	TILX	637785	NDYX	863332
4	169005	TILX	637786	NDYX	863333
5	169004	TILX	637787	NDYX	863334
6	169003	TILX	637788	NDYX	863335
7	169000	TILX	637791	NDYX	863338
8	168999	TILX	637792	NDYX	863339
9	168998	TILX	637793	NDYX	863340
10	168996	TILX	637795	NDYX	863342
11	168995	TILX	637796	NDYX	863343
12	168994	TILX	637797	NDYX	863344
13	168993	TILX	637798	NDYX	863345
14	168992	TILX	637799	NDYX	863346
15	168991	TILX	637800	NDYX	863347
16	168989	TILX	637802	NDYX	863349
17	169037	TILX	637803	NDYX	863350
18	169036	TILX	637804	NDYX	863351
19	169035	TILX	637805	NDYX	863352
20	169034	TILX	637806	NDYX	863353
21	169033	TILX	637807	NDYX	863354
22	169032	TILX	637808	NDYX	863355
23	169031	TILX	637809	NDYX	863356
24	169030	TILX	637810	NDYX	863357
25	169029	TILX	637811	NDYX	863358
26	169028	TILX	637812	NDYX	863359
27	169026	TILX	637814	NDYX	863361
28	169025	TILX	637815	NDYX	863362
29	169024	TILX	637816	NDYX	863363
30	169023	TILX	637817	NDYX	863364
31	169022	TILX	637818	NDYX	863365
32	169021	TILX	637819	NDYX	863366
33	169020	TILX	637820	NDYX	863367
34	169018	TILX	637822	NDYX	863369
35	169015	TILX	637825	NDYX	863372
36	169014	TILX	637826	NDYX	863373
37	169062	TILX	637828	NDYX	863375
38	169061	TILX	637829	NDYX	863376
39	169060	TILX	637830	NDYX	863377
40	169058	TILX	637832	NDYX	863379
41	169057	TILX	637833	NDYX	863380
42	169056	TILX	637834	NDYX	863381
43	169055	TILX	637835	NDYX	863382
44	169054	TILX	637836	NDYX	863383
45	169053	TILX	637837	NDYX	863384
46	169052	TILX	637838	NDYX	863385

47	169051	TILX	637839	NDYX	863386
48	169050	TILX	637840	NDYX	863387
49	169049	TILX	637841	NDYX	863388
50	169048	TILX	637842	NDYX	863389
51	169047	TILX	637843	NDYX	863390
52	169046	TILX	637844	NDYX	863391
53	169045	TILX	637845	NDYX	863392
54	169044	TILX	637846	NDYX	863393
55	169043	TILX	637847	NDYX	863394
56	169042	TILX	637848	NDYX	863395
57	169041	TILX	637849	NDYX	863396
58	169040	TILX	637850	NDYX	863397
59	169038	TILX	637852	NDYX	863399
60	168843	TILX	637877	FURX	863424
61	166083	CEFX	64696	RWSX	7212
62	166043	CEFX	64697	RWSX	7213
63	166052	CEFX	64705	RWSX	7221
64	166104	CEFX	64706	RWSX	7222
65	166136	CEFX	64716	RWSX	7232
66	166159	CEFX	64727	RWSX	7243
67	166084	CEFX	64728	RWSX	7244
68	166045	CEFX	64729	RWSX	7245
69	166066	CEFX	64730	RWSX	7246
70	166105	CEFX	64759	RWSX	7275
71	166130	CEFX	64763	RWSX	7279
72	166139	CEFX	64790	RWSX	7306
73	168984	TILX	194271	NDYX	130076
74	169150	TILX	195806	NDYX	130111
75	169178	TILX	195826	NDYX	130131
76	169170	TILX	195834	NDYX	130139

Basic Group A, Lease Sch 1

Basic Group D, Lease Sch 4

Basic Group E, Lease Sch. 5